

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No.: 23-10063 (SHL)

Jointly Administered

**MONTHLY FEE STATEMENT OF KROLL RESTRUCTURING
ADMINISTRATION LLC, AS ADMINISTRATIVE ADVISOR TO THE DEBTORS,
FOR THE PERIOD FROM NOVEMBER 1, 2023 THROUGH NOVEMBER 30, 2023**

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Kroll Restructuring Administration LLC (“**Kroll**”), administrative advisor to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks compensation and reimbursement for reasonable and necessary fees and expenses incurred for the period from November 1, 2023 through November 30, 2023 (the “**Statement Period**”). In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 101] (the “**Compensation Order**”), Kroll seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in an amount equal to \$15,952.80 and payment of \$12,762.24, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s tax identification number (or equivalent identifier), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); and Genesis Asia Pacific Pte. Ltd.. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 250 Park Avenue South, 5th Floor, New York, NY 10003.

Statement Period in an amount equal to \$0.00. In support of the Statement, Kroll respectfully represents as follows:

Name of Professional: Kroll Restructuring Administration LLC

Authorized to Provide Administrative Debtors and Debtors in Possession
Advisor Services to:

Date of Retention: February 24, 2023, *nunc pro tunc* to January 19, 2023

Period for which compensation and reimbursement is sought: November 1, 2023 through November 30, 2023

Amount of compensation sought as actual, \$15,952.80²
reasonable and necessary:

80% of compensation sought as actual, \$12,762.24
reasonable and necessary:

Amount of expense reimbursement sought as \$0.00
actual, reasonable and necessary

Total amount to be paid at this time: \$12,762.24

Prior Interim Fee Applications

Date Filed; ECF No.	Period Covered	Requested		Paid or To Be Paid	
		Fees	Expenses	Fees	Expenses
11/15/23; ECF No. 936	1/19/23 – 9/30/23	\$23,114.00	\$0.00	\$20,802.60 ³	\$0.00

Prior Monthly Statements

Date Filed; ECF No.	Period Covered	Requested		Paid or To Be Paid		Holdback
		Fees	Expenses	Fees	Expenses	
7/20/23; ECF No. 532	5/1/23 – 6/30/23	\$12,297.60 (payment of 90% or \$11,067.84)	\$0.00	\$11,067.84 (90% of \$12,297.60)	\$0.00	\$1,229.76

² In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement to which no Objection (as defined in the Compensation Order) has been served.

³ Pursuant to the Court's interim fee order entered at Docket No. 1051, 90% of allowed fees for the first interim fee period are currently eligible for payment.

8/30/23; ECF No. 639	7/1/23 – 7/31/23	\$8,796.00 (payment of 90% or \$7,916.40)	\$0.00	\$7,916.40 (90% of \$8,796.00)	\$0.00	\$879.60
9/21/23; ECF No. 727	8/1/23 – 8/31/23	\$1,526.40 (payment of 90% or \$1,373.76)	\$0.00	\$1,373.76 (90% of \$1,526.40)	\$0.00	\$152.64
10/24/23; ECF No. 835	9/1/23 – 9/30/23	\$494.00 (payment of 90% or \$444.60)	\$0.00	\$444.60 (90% of \$494.00)	\$0.00	\$49.40
11/20/23; ECF No. 957	10/1/23 – 10/31/23	\$1,995.20 (payment of 80% or \$1,596.16)	\$0.00	\$1,596.16 (80% of \$1,995.20)	\$0.00	\$399.04

Summary of Hours Billed by Kroll Employees During the Statement Period

Employee Name	Title	Total Hours	Rate	Total
Johnson, Craig	Director of Solicitation	3.10	\$245.00	\$759.50
Orchowski, Alex T	Director of Solicitation	45.20	\$245.00	\$11,074.00
Brunswick, Gabriel	Director	0.70	\$245.00	\$171.50
Brown, Mark M	Solicitation Consultant	7.70	\$220.00	\$1,694.00
Steinberg, Zachary	Solicitation Consultant	27.60	\$220.00	\$6,072.00
Hernandez, Raymond	Consultant	1.70	\$100.00	\$170.00
	TOTAL	86.00		\$19,941.00⁴
	BLENDED RATE		\$231.87	

Summary of Fees Billed by Subject Matter During the Statement Period

Matter Description	Total Hours	Total
Call Center / Credit Inquiry	3.40	\$748.00
Retention / Fee Application	0.70	\$171.50
Solicitation	81.90	\$19,021.50
TOTAL	86.00	\$19,941.00⁵

Summary of Expenses Incurred by Kroll Employee During the Statement Period

Description	Total
N/A	\$0.00
TOTAL	\$0.00

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^{4, 5} This amount has been discounted to \$15,952.80 in accordance with the terms of Kroll's retention. Taking into account this discount, the blended hourly rate is \$185.50.

Jurisdiction

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and the Local Bankruptcy Rules.

Background

2. On January 19, 2023 (the “**Petition Date**”), each of the Debtors commenced with the Court a voluntary case under chapter 11 the Bankruptcy Code. The Debtors are authorized to continue to operate their business and. manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases. On February 3, 2023, an official committee of unsecured creditors was appointed in these cases [Docket No. 55].

Retention of Kroll

3. On February 24, 2023, the Court entered the *Order Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor Nunc Pro Tunc to the Petition Date* [Docket No. 107] (the “**Administrative Advisor Order**”), which authorized the Debtors to employ and retain Kroll as administrative advisor *nunc pro tunc* to the Petition Date.

Relief Requested

4. Kroll submits this Statement in accordance with the Compensation Order. All services for which Kroll requests compensation were performed for, or on behalf of, the Debtors.

5. Kroll seeks (a) allowance of reasonable and necessary fees incurred during the Statement Period in the total amount of \$15,952.80 and payment of \$12,762.24, which represents 80% of the total amount, and (b) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

6. Kroll maintains computerized records of the time spent by employees of Kroll in connection with its role as administrative agent to the Debtors. In that regard, **Exhibit A**: (a) identifies the employee that rendered services in each task category; (b) describes each service such employee performed; (c) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (d) as applicable, sets forth the type of expenses incurred. **Exhibit B** hereto sets forth the type of expenses incurred by each Kroll employee during the Statement Period, if any. In addition, Kroll's hourly rates are set at a level designed to fairly compensate Kroll for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

7. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

Notice

8. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Kroll submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

9. WHEREFORE, pursuant to the Compensation Order, Kroll respectfully requests

(i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$15,952.80 and payment of \$12,762.24, which represents 80% of the total amount, and

(ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

Dated: December 20, 2023
New York, New York

Kroll Restructuring Administration LLC

/s/ Shira D. Weiner
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Gabriel Brunswick
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Administrative Advisor to the Debtors

Exhibit A

Fee Detail



Hourly Fees by Employee through November 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
RHE	Hernandez, Raymond	CO - Consultant	1.70	\$100.00	\$170.00
MMB	Brown, Mark M	SA - Solicitation Consultant	7.70	\$220.00	\$1,694.00
ZS	Steinberg, Zachary	SA - Solicitation Consultant	27.60	\$220.00	\$6,072.00
GB	Brunswick, Gabriel	DI - Director	0.70	\$245.00	\$171.50
CJ	Johnson, Craig	DS - Director of Solicitation	3.10	\$245.00	\$759.50
ATO	Orchowski, Alex T	DS - Director of Solicitation	45.20	\$245.00	\$11,074.00
TOTAL:			86.00		\$19,941.00

Hourly Fees by Task Code through November 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
INQR	Call Center / Creditor Inquiry	3.40	\$748.00
RETN	Retention / Fee Application	0.70	\$171.50
SOLI	Solicitation	81.90	\$19,021.50
TOTAL:		86.00	\$19,941.00

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
11/01/23	ATO	DS	Conduct quality assurance review of the draft solicitation materials	Solicitation	1.20
11/01/23	ATO	DS	Confer with M. Brown (Kroll) regarding the updated drafts of the solicitation materials	Solicitation	0.20
11/01/23	ATO	DS	Confer with R. Minott (Cleary) regarding solicitation	Solicitation	0.40
11/01/23	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	1.70
11/01/23	ZS	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	3.00
11/01/23	ZS	SA	Prepare prepayment estimate for circulation to case professionals	Solicitation	2.50
11/02/23	CJ	DS	Review and revise draft solicitation checklist created by Z. Steinberg (Kroll)	Solicitation	0.40
11/02/23	CJ	DS	Review revised solicitation timetable and procedures	Solicitation	0.90
11/02/23	ZS	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	8.00
11/03/23	ATO	DS	Confer with Z Steinberg (Kroll) regarding the plan class report for solicitation	Solicitation	1.40
11/03/23	ZS	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	3.00
11/06/23	ATO	DS	Conduct quality assurance review of the draft plan class report in preparation for solicitation	Solicitation	5.60
11/06/23	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Creditor Inquiry	3.40
11/06/23	ZS	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	7.60
11/07/23	ATO	DS	Respond to inquiries from R. Minott (Cleary) related to solicitation	Solicitation	1.40
11/07/23	ATO	DS	Review and analyze the draft disclosure statement motion in preparation for solicitation	Solicitation	1.30
11/07/23	CJ	DS	Monitor responses to solicitation re questions from R. Minott (CGSH)	Solicitation	0.60
11/07/23	MMB	SA	Review correspondence with A. Orchowski, J. Berman and Z. Steinberg (Kroll) and R. Minott (Cleary) related to solicitation	Solicitation	0.10
11/07/23	MMB	SA	Review solicitation documents in preparation for solicitation	Solicitation	2.50
11/08/23	ZS	SA	Update case website with solicitation classes	Solicitation	1.00
11/09/23	ATO	DS	Conduct quality assurance review of the draft plan class report in preparation for solicitation	Solicitation	3.40
11/09/23	ATO	DS	Review and analyze the amended disclosure statement motion in preparation for solicitation	Solicitation	1.50
11/10/23	ATO	DS	Confer with P. Kinealy (Alvarez & Marsal) regarding the claim objections and draft plan class report to be used for	Solicitation	1.40

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			solicitation		
11/10/23	ATO	DS	Confer with C. Porter (Kroll) regarding the claim objections to be filed before solicitation	Solicitation	0.30
11/12/23	ATO	DS	Prepare plan class report in preparation for solicitation	Solicitation	5.70
11/13/23	ATO	DS	Confer with Z. Steinberg (Kroll) regarding the draft plan class report and upcoming solicitation	Solicitation	0.20
11/13/23	ATO	DS	Confer with P. Kinealy and P. Wirtz (Alvarez & Marsal) regarding the draft plan class report	Solicitation	0.40
11/14/23	ATO	DS	Respond to inquiries from R. Minott (Cleary) related to solicitation	Solicitation	2.40
11/14/23	ATO	DS	Telephone conference with P. Wirtz and P. Kinealy (Alvarez & Marsal) regarding the solicitation plan class report	Solicitation	0.50
11/14/23	ATO	DS	Confer with P. Wirtz (Alvarez & Marsal) regarding the draft plan class report to be used for solicitation	Solicitation	0.20
11/15/23	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.70
11/16/23	ATO	DS	Prepare plan class report in preparation for solicitation	Solicitation	3.10
11/16/23	CJ	DS	Monitor and track progress of solicitation preparation	Solicitation	0.40
11/17/23	ATO	DS	Respond to inquiries from R. Minott (Cleary Gottlieb) related to solicitation	Solicitation	0.80
11/20/23	ATO	DS	Create a preliminary plan class report in preparation for solicitation	Solicitation	1.10
11/21/23	ATO	DS	Respond to inquiries from R. Minott (Cleary) related to the solicitation timeline	Solicitation	0.60
11/27/23	ATO	DS	Create plan class report in preparation for solicitation	Solicitation	1.40
11/27/23	ATO	DS	Respond to inquiries from P. Wirtz (Alvarez & Marsal) related to solicitation	Solicitation	0.40
11/28/23	ATO	DS	Create plan class report in preparation for solicitation	Solicitation	1.10
11/28/23	ATO	DS	Respond to inquiries from R. Minott (Cleary) related to solicitation	Solicitation	0.80
11/28/23	ATO	DS	Confer with R. Lim and J. Hughes (Kroll) regarding the online ballot portal setup	Solicitation	0.50
11/28/23	ATO	DS	Participate in the continued disclosure statement hearing	Solicitation	2.00
11/29/23	ATO	DS	Create plan class report in preparation for solicitation	Solicitation	1.90
11/29/23	ATO	DS	Respond to inquiries from R. Minott (Cleary) related to solicitation	Solicitation	0.60
11/29/23	CJ	DS	Manage the categorizing of claims into appropriate plan classes in preparation for upcoming solicitation	Solicitation	0.80
11/29/23	ZS	SA	Confer with G. Faust (Kroll) re email blast to be sent in upcoming solicitation mailing	Solicitation	0.50
11/30/23	ATO	DS	Create plan class report in preparation for solicitation	Solicitation	2.10
11/30/23	ATO	DS	Confer with J. Hughes and R. Lim (Kroll) regarding setup of the online ballot portal	Solicitation	0.70
11/30/23	ATO	DS	Confer with Z. Steinberg (Kroll) regarding the draft plan	Solicitation	0.60

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			class report to be used for solicitation		
11/30/23	RHE	CO	Setup of electronic ballot platform on case website	Solicitation	1.70
11/30/23	ZS	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	2.00
Total Hours					86.00

Exhibit B

Detail of Expenses Incurred by Kroll Employees During the Statement Period

Employee Name	Date	Expense Type	Amount
N/A			\$0.00
TOTAL			\$0.00